

ATTORNEY LETTERHEAD

(Insert date)

Administrator
Rural Utilities Service
United States Department of Agriculture
Washington, D.C. 20250-1500

Subject: *(Insert RUS loan ID#, i.e. 5 AB 61 Ramsey)*

Dear Sir:

I have examined or caused to be examined by competent and trustworthy persons, such corporate records and files and such other records, indexes and files as I have deemed necessary to permit me to render the opinions expressed herein.

I am of the opinion that:

- (a) the Borrower has real or personal property interest(s) (including easements, rights of way or leases) in the counties of _____
_____ in the State(s) of _____;
- (b) the Borrower was organized under the laws of the State of _____ as a (corporation/cooperative/other) and it is in good standing as evidenced in the attached certificate of good standing marked as Schedule A hereto;
- (c) attached hereto and marked "Schedule B" is a complete and accurate list of all the real property owned or leased by the Borrower, excluding easements and rights of way;
- (d) the property descriptions contained in the attached exhibit marked as Schedule "B" are legally sufficient in the above specified State(s), in form, substance and copy quality, for inclusion in the granting clause of a mortgage and security instrument creating a lien on such property (Please list any changes from the descriptions of real property in the last security instrument and reasons therefor. Please provide the present market value of all real property acquired and any improvements constructed thereon since the date of the last mortgage.);
- (e) the Borrower's organizational number is _____.
(or the Borrower does not have an organizational number);
- (f) the Borrower is qualified to conduct business in the State(s) of _____
_____;

(g) the exact true and correct legal name of the Borrower, as stated in the articles of incorporation or in the applicable organizational document(s) is _____;

(h) the Borrower's corporate debt limit¹ (set in accordance with its articles of incorporation/charter/statute/board resolution or as set forth in the most recent RUS mortgage) is \$ _____;

(i) the execution, delivery and performance by the Borrower of loan documents {would} {would not} require the consent, permission or authorization of {the} {any} government authority entitled _____;

(j) the borrower's tax payer identification number is _____;

(k) the borrower has entered into a Power Supply Contract, exclusive of amendments, with {Insert name of power supplier}. The power contract is named {enter the complete contract name} and is dated _____;

(l) there are no pending claims or litigation against the Borrower (Otherwise, list any pending litigation, including levels of related insurance coverage and the potential effect on the Borrower on Exhibit B.);

(m) CHOOSE ONE OF THE FOLLOWING;

(1) the Borrower has no subsidiary.

OR

(2) the Borrower has the following named subsidiary or subsidiaries _____;

(n) the titles of the officials of the Borrower with the proper authority to execute all loan documents on behalf of the Borrower, and attest to the execution where required, are [President and Secretary (or other applicable titles)].

Very truly yours,

Attachments:

(Good Standing Certificate - marked as Schedule A - Good Standing Certificate)

(Property Schedule - marked as Schedule B - Property Schedule)

¹Note: The mortgage must specify a specific dollar amount for the debt limit. The mortgage may not say "Unlimited" or word(s) of similar meaning.